

BILL OF SALE

1911-AA  
RECORDATION NO. FILED 1474  
APR 28 1995 11:24 AM  
NOTARY PUBLIC, STATE OF MISSOURI

KNOW ALL PERSONS BY THESE PRESENTS:

That ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferor"), for good and valuable consideration, the receipt of which is hereby acknowledged, effective as of the date hereof, does hereby sell, grant, bargain, convey, assign, transfer, deliver and set over to AKF CORP., a Delaware corporation (the "Transferee"), all of the Transferor's right, title and interest in and to the special purpose covered hopper and tank railcars described on Schedule 1 hereto (the "Equipment").


TO HAVE AND TO HOLD all and singular the Equipment above described to the Transferee, its successors and assigns, for its and their use only, forever.

The Transferor hereby warrants to the Transferee and its successors and assigns that, on the date hereof, the Transferor has, and at the time of delivery of the Equipment, the Transferor will have, legal title to the Equipment and good and lawful right to sell the Equipment and at the time of delivery, the Equipment will be free and clear of all Liens (as defined in the Asset Transfer Agreement dated as of the date hereof between the Transferee and the Transferor). The Transferor hereby covenants to defend title to the Equipment against demands of all persons whomever based on claims originating prior to the delivery of the Equipment.

THE BILL OF SALE IS DELIVERED BY THE TRANSFEROR TO THE TRANSFEE IN EARTH CITY, MISSOURI, AND IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

**IN WITNESS WHEREOF**, ACF INDUSTRIES, INCORPORATED has caused this instrument to be executed by its duly authorized representative as of the 28 day of April, 1995.

ACF INDUSTRIES, INCORPORATED

By:   
Name: James C. Bates  
Title: Vice President and  
Chief Financial Officer

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

STATE OF MISSOURI       )  
                              ) ss.:  
COUNTY OF ST. LOUIS    )

On this 17<sup>th</sup> day of April, 1995, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri, and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY COLLINS  
NOTARY PUBLIC — STATE OF MISSOURI  
ST. CHARLES COUNTY  
MY COMMISSION EXPIRES AUG. 2, 1996

Nancy Collins  
Notary Public

28-Mar-95

ANNEX A

ACFX	41068	ACFX	65027	ACFX	71694
ACFX	41069	ACFX	65028	ACFX	71695
ACFX	41070	ACFX	65029	ACFX	71696
ACFX	41071	ACFX	65030	ACFX	71697
ACFX	41072	ACFX	65031	ACFX	71698
ACFX	41073	ACFX	65032	ACFX	71699
ACFX	41074	ACFX	65033	ACFX	71700
ACFX	41075	ACFX	65034	ACFX	71701
ACFX	51429	ACFX	65035	ACFX	71702
ACFX	51430	ACFX	65037	ACFX	71703
ACFX	51431	ACFX	65038	ACFX	71704
ACFX	51432	ACFX	65039	ACFX	71705
ACFX	51434	ACFX	65040	ACFX	71706
ACFX	51435	ACFX	65041	ACFX	71707
ACFX	51456	ACFX	65042	ACFX	71708
ACFX	51457	ACFX	65043	ACFX	71709
ACFX	51459	ACFX	65044	ACFX	71710
ACFX	51460	ACFX	65045	ACFX	71711
ACFX	51478	ACFX	65046	ACFX	71712
ACFX	51479	ACFX	65047	ACFX	71713
ACFX	51480	ACFX	65048	ACFX	71714
ACFX	51481	ACFX	65049	ACFX	71715
ACFX	51482	ACFX	65050	ACFX	71716
ACFX	51483	ACFX	65051	ACFX	71728
ACFX	51484	ACFX	65052	ACFX	71731
ACFX	51523	ACFX	65054	ACFX	71732
ACFX	51524	ACFX	65055	ACFX	71737
ACFX	51525	ACFX	65056	ACFX	71739
ACFX	51526	ACFX	65057	ACFX	71740
ACFX	51527	ACFX	65058	ACFX	71741
ACFX	51528	ACFX	65059	ACFX	71742
ACFX	51529	ACFX	65060	ACFX	71743
ACFX	51530	ACFX	71670	ACFX	71744
ACFX	51531	ACFX	71671	ACFX	71745
ACFX	51532	ACFX	71672	ACFX	71746
ACFX	65011	ACFX	71673	ACFX	71747
ACFX	65012	ACFX	71674	ACFX	71748
ACFX	65013	ACFX	71675	ACFX	71749
ACFX	65014	ACFX	71676	ACFX	71750
ACFX	65015	ACFX	71677	ACFX	71751
ACFX	65016	ACFX	71678	ACFX	71752
ACFX	65017	ACFX	71679	ACFX	71753
ACFX	65018	ACFX	71680	ACFX	71754
ACFX	65019	ACFX	71682	ACFX	71756
ACFX	65020	ACFX	71688	ACFX	71758
ACFX	65022	ACFX	71689	ACFX	71759
ACFX	65023	ACFX	71690	ACFX	71760
ACFX	65024	ACFX	71691	ACFX	71763
ACFX	65025	ACFX	71692	ACFX	71764
ACFX	65026	ACFX	71693	ACFX	71765

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ANNEX A

200 CARS

ACFX	71766
ACFX	71767
ACFX	71768
ACFX	71769
ACFX	71770
ACFX	71771
ACFX	71772
ACFX	71773
ACFX	71774
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